



State of Alaska
Division of Corporations, Business and Professional Licensing
CORPORATIONS SECTION
PO Box 110806
Juneau, AK 99811-0806
Phone: (907) 465-2550
Fax: (907) 465-2974
Website: www.commerce.alaska.gov/occ

ARTICLES OF INCORPORATION

Domestic Business Corporation

AS 10.06.205, .208, .210

Filing Fee: \$250.00

INSTRUCTIONS:

Refer to Alaska Statutes 10.06.205, .208, and .210. If you need assistance in completing your filing, it is advised that you seek legal counsel. Please be aware that this filing will become public information.

ARTICLE 1: Name of Corporation

A corporate name must contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of these words. The corporate name may not contain a word or phrase that indicates or implies that the corporation is organized for a purpose other than the purpose contained in its articles of incorporation. A corporate name must be distinguishable upon the record. To search the availability of the legal name of the corporation in the State of Alaska click Search Corporations on the left hand side of the Forms and Fees page of our website.

ARTICLE 2: Disclosure of Corporate Purposes

The purpose describes activities of the corporation at the time of the initial filing and may include "any lawful." In addition to purpose, also include the NAICS code where indicated. NAICS code may not conflict with the purpose listed. A complete list of NAICS codes is available under the Corporations Section of our website.

ARTICLE 3: Registered Agent

The registered agent of the corporation must be an individual who is a resident of Alaska, or a corporation (excluding LLC, LP, LLP) registered and in good standing with this office. A corporation may not act as its own registered agent. A physical address must be given for the registered office address for services of process. A post office box number may be designated as a mailing address in addition to the physical address.

ARTICLE 4: Alien Affiliate

Defined in AS 10.06.990 as a person that directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, a corporation subject to this chapter:

1. An individual who is not a citizen or national of the United States, or who is not lawfully admitted to the United States for permanent residence, or paroled into the United States under the Immigration and Nationality Act (8 U.S.C. 1101 - 1525, as amended):
2. A person, other than an individual, that was not created or organized under the laws of the United States or of a state, or whose principal place of business is not located in any state; or
3. A person, other than an individual, that was created or organized under the laws of the United States or of a state, or whose principal place of business is located in a state, and that is controlled by a person described in (1) or (2) of this paragraph[.]

ARTICLE 5: Shares

All for-profit business corporations must provide the number of authorized shares. Zero (0) is not an acceptable quantity. If there is more than one class or series of authorized shares, please provide this information.

ARTICLE 6: Optional Provisions

The Articles of Incorporation may set out additional provisions authorized by AS 10.06.210:

1. Any of the following provisions, that are not effective unless expressly provided in the articles:
 - a. A provision granting, with or without limitations, the power to levy assessments upon the shares or class of shares;
 - b. A provision removing from shareholders preemptive rights to subscribe to any or all issues of shares or securities;
 - c. Special qualifications of persons who may be shareholders;
 - d. A provision limiting the duration of the corporation's existence to a specified date;
 - e. A provision restricting or eliminating the power of the board or of the outstanding shares to adopt, amend, or repeal provisions of the bylaws as provided in AS 10.06.228;
 - f. A provision requiring, for any corporate action except as provided in AS 10.06.460 and AS 10.06.605, the vote of a larger proportion or of all of the shares of a class or series, or the vote or quorum for taking action of a larger proportion or of all of the directors, than is otherwise required by this chapter;
 - g. A provision limiting or restricting the business in which the corporation may engage or the powers that the corporation may exercise or both;
 - h. A provision conferring upon the holder of an evidence of indebtedness, issued or to be issued by the corporation, the right to vote in the election of directors and on any other matters on which shareholders may vote;
 - i. A provision conferring on shareholders the right to determine the consideration for which shares shall be issued;
 - j. A provision requiring the approval of the shareholders or the approval of the outstanding shares for a corporate action, even though not otherwise required by this chapter;
 - k. A provision that one or more classes or series of shares are redeemable as provided in AS 10.06.325;
 - l. Duties, privileges, and liabilities of directors upon delegates under AS 10.06.450;
 - m. A provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for the breach of fiduciary duty as a director; the articles of incorporation may not eliminate or limit the liability of a director for (i) a breach of a director's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) willful or negligent conduct involved in the payment of dividends or the repurchase of stock from other than lawfully available funds; or (iv) a transaction from which the director derives an improper personal benefit; the provisions of this paragraph do not eliminate or limit the liability of a director for an act or omission that occurs before the effective date of the articles of incorporation or of an amendment to the articles of incorporation authorized by this paragraph;
2. Reasonable restrictions upon the right to transfer or hypothecate shares of a class or series, but a restriction is not binding on shares issued before the adoption of the restriction unless the holders of those shares voted in favor of the restriction;
3. The names and addresses of the persons appointed to act as initial directors;
4. Any other provision not in conflict with this chapter for the management of the business and for the conduct of the affairs of the corporation, including any provision that is required or permitted by this chapter to be stated in the bylaws.

OPTIONAL PROVISION: Address of the Corporation

Signatures of the Incorporators

The printed name and signature of the Incorporator (at least one) who is a natural person of the age of 18 years or more.

NOTE: Persons who sign documents filed with the commissioner that are known to the person to be false in material respects, is guilty of a class A misdemeanor.

NOTICE: Filings with optional provisions must be reviewed by one of our registered examiners. Standard processing time is approximately 10 to 15 business days, and we will notify you by mail when the review has been completed.

INITIAL REPORT: After filing your Articles of Incorporation, visit the Corporations Section at on our website; use the Corporations Search to locate the entity, and file the report.

ADDITIONAL RESOURCES:

- **Professional License:**

For information regarding what professions require a Professional License, statutes, how to obtain a Professional License, and/or the expiration date if you already have a Professional License, go to the Professional License Section of our website.

- **Business License:**

For the privilege of engaging in a business in the State of Alaska, a Business License is required for a new entity. For information regarding business licenses, statutes, and how to obtain a Business License, go to the Business License Section of our website.

- **Alaska Corporate Net Income Tax**

Every corporation earning gross income from sources within the state, except for those corporations that are specifically exempted, must file a corporation net income tax return. Contact the Alaska Department of Revenue, Tax Division, PO Box 110420, Juneau, Alaska, 99811-0420, telephone number (907) 465-2320 for more information.